



The State Bar *of California*

OPEN SESSION AGENDA ITEM 701 JULY 2022

DATE: July 21, 2022

TO: Members, Board of Trustees

FROM: Brandon Stallings, Vice-Chair, Board of Trustees
Mark Toney, Board of Trustees
Louisa Ayrapetyan, Board of Secretary, Office of the Executive Director
Roberta Boomer, Consultant

SUBJECT: Approval of Rosenberg's Rules of Order and Voting Procedures; Discussion
Regarding Public Comment Procedures and Agenda Setting

EXECUTIVE SUMMARY

In 2021, the State Bar engaged Ms. Roberta Boomer, former Secretary for the San Francisco Municipal Transportation Agency Board of Directors to assess governance issues, including rules and processes for public comment and parliamentary rules. Ms. Boomer presented several recommendations to the Board during its May meeting. Trustees Stallings and Toney led a discussion regarding those recommendations, with a specific focus on the recommended transition to Rosenberg's Rules of Order (Rosenberg's Rules). This agenda item: (1) requests Board approval to adopt Rosenberg's Rules as the official parliamentary rules of the State Bar; (2) describes the Board's current approach to both abstentions and votings well as alternate procedures for abstentions and voting that have been advanced by Trustees Cisneros and Toney. In addition to adoption of Rosenberg's Rules, the Board is asked to make decisions regarding abstentions and voting at the July meeting.

This item also outlines, for discussion only, Ms. Boomer's recommendations for public comment procedures, and an alternate proposal for handling public comment prepared by Trustee Toney.

To facilitate the Board's discussion of new parliamentary rules, voting procedures, and public comment, this agenda item also includes feedback provided on these issues from State Bar subentities.

Lastly, this item provides information about the process for finalizing Board agendas. This information is intended to support a discussion of this topic during the July meeting.

To facilitate review of the material, the discussion of parliamentary rules and voting procedures is provided as Attachment A. Public comment options are outlined in Attachment B. State Bar subentity feedback about both parliamentary rules and public comment procedures is provided as Attachment C. Information regarding agenda setting is outlined in Attachment D.

BACKGROUND

Per the Board Policy Manual Section 3.1, Applicability of These Procedures, and Section 3.10, Meeting Rules, and to the extent that it does not conflict with state law (e.g., Bagley-Keene), the Board of Trustees uses Robert's Rules of Order (RROO) as a guide when conducting its meetings.¹ However, due to the complexity of RROO, the State Bar has not consistently adhered to RROO, making it difficult for Board and subentity members and the public to understand the "rules of engagement" in relation to State Bar meetings. The State Bar's flexible approach to RROO application has meant that meetings are run differently based on the group that is meeting and its designated staff.

In response to these concerns, Ms. Boomer reviewed many other sets of rules, including Mason's Manual of Legislative Procedure, Rosenberg's Rules of Order, and the Standard Code of Parliamentary Procedure, and has recommended Rosenberg's Rules of Order for Board consideration. The Board discussed this recommendation at its May meeting and expressed support for adopting Rosenberg's Rules. Rosenberg's Rules of Order are provided as Attachment A1.

During the May meeting, Trustee Cisneros raised concerns regarding abstentions, and Trustee Toney proffered a suggestion for votes needed for a motion to pass; both issues are described in the Discussion section of this memorandum.

With respect to public comment, Ms. Boomer provided recommendations in this area as well (Attachment B1); the July meeting will be the Board's first opportunity to discuss these recommendations.

Lastly, questions have come up as to how Board agendas are set and how decisions are made as to what goes on consent versus discussion agendas.

¹ [State Bar Board Policy Manual: Section 3, Meeting Procedures, 3.10, Meeting Rules.](#)

FISCAL/PERSONNEL IMPACT

None

AMENDMENTS TO RULES

None

AMENDMENTS TO BOARD OF TRUSTEES POLICY MANUAL

None at this time. Should the Board of Trustees adopt rules regarding parliamentary procedure, voting, and public comment, the Policy Manual would be revised to reflect those changes and would be presented to the Board of Trustees for adoption at a future meeting.

STRATEGIC PLAN GOALS & IMPLEMENTATION STEPS

Updates are being made to this section of the agenda item template to reflect the 2022–2027 Strategic Plan.

RECOMMENDATIONS

Should the Board of Trustees concur in the proposed action, passage of the following resolution is recommended:

RESOLVED, that the Board of Trustees, adopts Rosenberg’s Rules of Order as provided in Attachment A1, and authorizes staff to amend the Board Policy Manual to reflect the adoption of these new rules of order.

ATTACHMENTS LIST

- A.** Discussion: Parliamentary Rules and Voting Procedures
 - A1.** Rosenberg’s Rules of Order
- B.** Discussion: Public Comment
 - B1.** Roberta Boomer’s Proposal for Public Comment Procedures
 - B2.** Trustee Toney’s Proposal for Public Comment Procedures
- C.** Discussion: Subentity Feedback Regarding Proposed Recommendations
- D.** Discussion: Agenda Setting